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Florida Department of State  
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*X-822*

*JTM 06-2974*

06 AUG -8 PM 2:48

DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**TRIANGLE OLD BAY HOLDINGS, LLC**

|                       |                    |
|-----------------------|--------------------|
| Certificate of Status | 0                  |
| Certified Copy        | 1                  |
| Page Count            | 09                 |
| Estimated Charge      | <del>8071.25</del> |

**\$155.00**

*89*

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08/08/2006

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**CERTIFICATE OF MERGER OF**

**GEORGIA STREET PROPERTIES, LLC** (a Florida limited liability company)  
and  
**ISLAND VIEW PROPERTIES, LLC** (a Florida limited liability company)  
and  
**TRIANGLE S.A. LAND, LLC** (a Florida limited liability company)  
and  
**HARRISON VILLAGE PROPERTIES, LLC** (a Florida limited liability company)

with and into

**TRIANGLE OLD BAY HOLDINGS, LLC**  
(a Florida limited liability company)

Pursuant to Sections 608.4382  
of the Florida Limited Liability Company Act

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, this Certificate of Merger provides as follows:

**ARTICLE I**

**State of Organization; Surviving Company**

1.1 The name and state of organization of each of the constituent companies of the merger is as follows:

| Name                             | State of Organization |
|----------------------------------|-----------------------|
| Georgia Street Properties, LLC   | Florida               |
| Island View Properties, LLC      | Florida               |
| Triangle S.A. Land, LLC          | Florida               |
| Harrison Village Properties, LLC | Florida               |
| Triangle Old Bay Holdings, LLC   | Florida               |

1.2 Triangle Old Bay Holdings, LLC, a Florida limited liability company, shall be the surviving entity.

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**ARTICLE II**  
**Agreement and Plan of Merger**

The Agreement and Plan of Merger providing for the merger of the above entities is attached hereto as Exhibit A.

**ARTICLE III**  
**Approval of the Plan**

3.1 In accordance with Florida Law and the operating agreement of Georgia Street Properties, LLC, the sole member of Georgia Street Properties, LLC approved and adopted the Agreement and Plan of Merger on August 8, 2006.

3.2 In accordance with Florida Law and the operating agreement of Island View Properties, LLC, the sole member of Island View Properties, LLC approved and adopted the Agreement and Plan of Merger on August 8, 2006.

3.3 In accordance with Florida Law and the operating agreement of Triangle S.A. Land, LLC, the managing member of Triangle S.A. Land, LLC approved and adopted the Agreement and Plan of Merger on August 8, 2006.

3.4 In accordance with Florida Law and the operating agreement of Harrison Village Properties, LLC, the sole member of Harrison Village Properties, LLC approved and adopted the Agreement and Plan of Merger on August 8, 2006.

3.5 In accordance with Florida Law and the operating agreement of Triangle Old Bay Holdings, LLC, the managing member of Triangle Old Bay Holdings, LLC approved and adopted the Agreement and Plan of Merger on August 8, 2006.

**ARTICLE IV**  
**Effective Time of Merger**

This merger shall become effective on the date and time this Certificate of Merger is filed by the Department of State of the State of Florida.

*[Signature Pages Follow]*

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IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed this 8th day of August, 2006.

**GEORGIA STREET PROPERTIES, LLC**  
a Florida limited liability company

By: Triangle Old Bay Holdings, LLC  
Its: Sole Member

By: Triangle Property Holdings, LLC  
Its: Managing Member

By: [Signature]  
Ron Pollack, Managing Member

By: [Signature]  
Ben Kugler, Managing Member

**ISLAND VIEW PROPERTIES, LLC**  
a Florida limited liability company

By: Triangle Old Bay Holdings, LLC  
Its: Sole Member

By: Triangle Property Holdings, LLC  
Its: Managing Member

By: [Signature]  
Ron Pollack, Managing Member

By: [Signature]  
Ben Kugler, Managing Member

**TRIANGLE S.A. LAND, LLC**  
a Florida limited liability company

By: [Signature]  
Ron Pollack, Manager

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AUG. 8. 2006 2:16PM

TRENAM, KEMKER

NO. 4250 P. 5

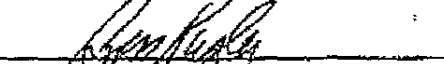
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**HARRISON VILLAGE PROPERTIES, LLC**  
a Florida limited liability company

By: Triangle Old Bay Holdings, LLC  
Its: Sole Member

By: Triangle Property Holdings, LLC  
Its: Managing Member

By:   
Ron Pollack, Managing Member

By:   
Ben Kugler, Managing Member

**TRIANGLE OLD BAY HOLDINGS, LLC**  
a Florida limited liability company

By: Triangle Property Holdings, LLC  
Its: Managing Member

By:   
Ron Pollack, Managing Member


By:   
Ben Kugler, Managing Member

EXHIBIT A

(((H06000199152 3)))

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 8th day of August, 2006, by and between TRIANGLE OLD BAY HOLDINGS, LLC, ("Triangle"), GEORGIA STREET PROPERTIES, LLC ("Georgia Street"), ISLAND VIEW PROPERTIES, LLC ("Island View"), TRIANGLE S.A. LAND, LLC ("Triangle S.A.") and HARRISON VILLAGE PROPERTIES, LLC ("Harrison"), all being limited liability companies organized and existing under the laws of the State of Florida. Triangle, Georgia Street, Island View, Triangle S.A. and Harrison are sometimes collectively referred to in this Agreement as the "Constituent Companies" and are sometimes referred to individually as a "Constituent Company."

**WITNESSETH:**

WHEREAS, the manager or member, as the case may be, of each Constituent Company deems it advisable and for the general welfare of such company and its members that Georgia Street, Island View, Triangle S.A. and Harrison merge with and into Triangle, pursuant to this Agreement and the applicable laws of the State of Florida; and

WHEREAS, upon the Effective Date of the merger, Triangle shall be the surviving entity.

NOW, THEREFORE, the Constituent Companies, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Agreement as follows:

**ARTICLE I**  
**PLAN OF MERGER**

The Constituent Companies have agreed and do hereby agree each with the other that Georgia Street, Island View, Triangle S.A. and Harrison shall be merged with and into Triangle. Triangle shall be the surviving company in the merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

**ARTICLE II**  
**EFFECTIVE DATE**

The merger provided for in this Agreement shall become effective and the Constituent Companies shall be deemed to have merged as of date and time the Certificate of Merger is filed by the Department of State of the State of Florida. (the "Effective Date").

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**ARTICLE III**  
**MANNER OF CONVERTING INTERESTS**

Pursuant to the merger, all of the outstanding membership interests of Georgia Street, Island View, Triangle S.A. and Harrison will be cancelled. No new membership interests in Triangle will be issued. Each membership interest in Triangle that is outstanding on the Effective Date shall continue and remain unchanged.

**ARTICLE IV**  
**EFFECT OF THE MERGER**

4.1 **Existence.** On the Effective Date, the separate existences of Georgia Street, Island View, Triangle S.A. and Harrison shall cease and they shall be merged with and into Triangle. Thereupon, the title to all real estate and other property, or any interest therein, owned by each of Georgia Street, Island View, Triangle S.A. and Harrison shall be vested in Triangle without further act of deed and without reversion or impairment. Triangle shall thenceforth be responsible and liable for all the liabilities and obligations of Georgia Street, Island View, Triangle S.A. and Harrison.

4.2 **Articles of Organization.** The Articles of Organization of Triangle, in effect on the Effective Date, shall continue in full force and effect as the Articles of Organization of Triangle and shall not be changed or amended by the merger.

4.3 **Operating Agreement.** The Operating Agreement of Triangle, as in effect on the Effective Date, shall continue in full force and effect as the Operating Agreement of Triangle and shall not be changed or amended by the merger.

**ARTICLE V**  
**GENERAL PROVISIONS**

5.1 **Entire Agreement.** This Agreement constitutes the entire Agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, among the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

5.2 **Headings.** The headings in the Agreement are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Agreement.

5.3 **Expenses.** Triangle shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

5.4 **Counterparts.** This Agreement may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

AUG. 8. 2006 2:17PM

TRENAM, KEMKER

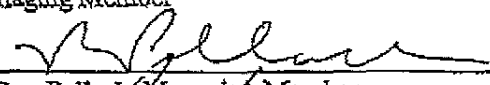
NO. 4250 P. 8


(((H06000199152 3)))

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the date first written above.

**TRIANGLE OLD BAY HOLDINGS, LLC**  
a Florida limited liability company

By: Triangle Property Holdings, LLC  
Its: Managing Member

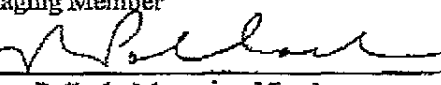
By:   
Ron Pollack, Managing Member

By:   
Ben Kugler, Managing Member

**GEORGIA STREET PROPERTIES, LLC**  
a Florida limited liability company

By Triangle Old Bay Holdings, LLC  
Its: Sole Member

By: Triangle Property Holdings, LLC  
Its: Managing Member

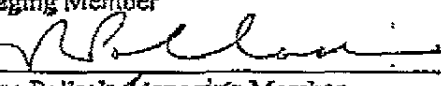
By:   
Ron Pollack, Managing Member

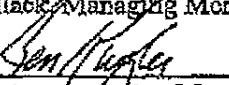
By:   
Ben Kugler, Managing Member

**ISLAND VIEW PROPERTIES, LLC**  
a Florida limited liability company

By Triangle Old Bay Holdings, LLC  
Its: Sole Member

By: Triangle Property Holdings, LLC  
Its: Managing Member

By:   
Ron Pollack, Managing Member

By:   
Ben Kugler, Managing Member

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**TRIANGLE S.A. LAND, LLC**  
a Florida limited liability company

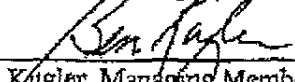
By:   
Ron Pollack, Manager

**HARRISON VILLAGE PROPERTIES, LLC**  
a Florida limited liability company

By Triangle Old Bay Holdings, LLC  
Its: Sole Member

By: Triangle Property Holdings, LLC  
Its: Managing Member

By:   
Ron Pollack, Managing Member

By:   
Ben Kugler, Managing Member

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